

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

TAKEOFF TECHNOLOGIES, INC., et al.,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-11106 (CTG)

Ref. Nos. 174, 175 & 176

**CERTIFICATE OF SERVICE**

I, Ricardo Palacio, hereby certify that, on July 3, 2024, I caused one copy of the below listed pleadings to be served upon (i) all parties of record via CM/ECF; and (ii) the parties on the attached service list via email and/or U.S. First-Class Mail.

- **Application of the Official Committee of Unsecured Creditors for an Order Pursuant to Bankruptcy Code Sections 328(a) and 1103 Authorizing and Approving the Employment and Retention of Kilpatrick Townsend & Stockton LLP as Co-Counsel, Effective as of June 13, 2024 [D.I. 174]**
- **Application of the Official Committee of Unsecured Creditors of Takeoff Technologies, Inc., et al., for an Order Authorizing and Approving the Employment and Retention of Dundon Advisers LLC as Financial Advisor Effective as of June 17, 2024 [D.I. 175]**
- **Application for an Order Authorizing the Retention and Employment of Ashby & Geddes, P.A. as Delaware Counsel to the Official Committee of Unsecured Creditors of Takeoff Technologies, Inc., et., al., Effective as of June 14, 2024 [D.I. 176]**

Dated: July 3, 2024

/s/ Ricardo Palacio

Ricardo Palacio (DE Bar No. 3765)

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of the Debtors federal tax identification numbers, as applicable, are: Takeoff Technologies, Inc. (0552); Takeoff Technologies Canada, Inc.; Takeoff Technologies Australia Pty Ltd. (ACN 639 288 958); Takeoff Technologies FZE; Takeoff International Subco India Private Limited; and Takeoff International Subco, LLC. The location of the Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is 203 Crescent Street, Suite 203, Waltham, Massachusetts 02453.

In re: Takeoff Technologies, Inc., et al.

Core/2002 Service List

Case No. 24-11106 (CTG)

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 2	ADDRESS 3	CITY	STATE	POSTAL CODE	EMAIL
Counsel to the Official Committee of Unsecured Creditors	Ashby & Geddes, P.A.	Attn: Ricardo Palacio, Gregory A. Taylor, Destiny A. Kosloske	500 Delaware Avenue, 8th Floor		Wilmington	DE	19899-1150	RPalacio@ashbygeddes.com GTaylor@ashbygeddes.com DKosloske@ashbygeddes.com
Counsel to DIP Lenders, Albertsons Companies, Inc.	Ballard Spahr LLP	Attn: Nicholas J. Brannick, Tobey M. Daluz	919 North Market Street	11th Floor	Wilmington	DE	19801-3034	brannickn@ballardspahr.com daluzt@ballardspahr.com
Counsel to Oracle America, Inc.	Buchalter, A Professional Corporation	Attn: Shawn M. Christianson	425 Market Street, Suite 2900		San Francisco	CA	94105-3493	schristianson@buchalter.com
Counsel to Woolworths Group Limited	Cross & Simon, LLC	Attn: Christopher P. Simon, Kevin S. Mann	1105 N. Market Street, Suite 901		Wilmington	DE	19801	csimon@crosslaw.com kmann@crosslaw.com
Counsel to DIP Lenders, Village Super Market, Inc., ShopRite of Hunterdon County, Inc., and Inserra Supermarkets, Inc.	Epstein Becker Green, P.C.	Attn: Wendy G. Marcari	875 Third Avenue		New York	NY	10022	WMarcari@ebglaw.com
Counsel for Knapp Inc.	Gibbons P.C.	Attn: Brett S. Theisen	One Pennsylvania Plaza, Suite 4515		New York	NY	10119	btheisen@gibbonslaw.com
Counsel for Knapp Inc.	Gibbons P.C.	Attn: Katharina Earle	300 Delaware Avenue, Suite 1015		Wilmington	DE	19801-1671	kearle@gibbonslaw.com
IRS Insolvency Section	Internal Revenue Service	Centralized Insolvency Operation	1111 Constitution Ave., NW		Washington	DC	20224	
IRS Insolvency Section	Internal Revenue Service	Centralized Insolvency Operation	P.O. Box 7346		Philadelphia	PA	19101-7346	
Counsel to DIP Lenders, Woolworths Group Limited	Jones Day	Attn: Joshua M. Mester, Kathryn Sutherland-Smith	555 South Flower Street	Fiftieth Floor	Los Angeles	CA	90071-2300	jmaster@jonesday.com ksutherlandsmith@jonesday.com
Counsel to the Official Committee of Unsecured Creditors	Kilpatrick Townsend & Stockton LLP	Attn: Todd C. Meyers, Colin M. Bernardino	1100 Peachtree Street NE, Suite 2800		Atlanta	GA	30309-4528	TMeyers@ktslaw.com CBernardino@ktslaw.com
Counsel to the Official Committee of Unsecured Creditors	Kilpatrick Townsend & Stockton LLP	Attn: Todd C. Meyers, Kelly E. Moynihan	The Grace Building	1114 Avenue of the Americas	New York	NY	10036-7703	TMeyers@ktslaw.com TMeyers@ktslaw.com
Claims and Noticing Agent	Kroll Restructuring Administration LLC	Attn: Christine Porter	55 East 52nd Street	17th Floor	New York	NY	10055	serviceqa@ra.kroll.com takeoffteam@ra.kroll.com
National Association of Attorneys General	National Association of Attorneys General	Attn: Karen Cordry	1850 M St., NW 12th Floor		Washington	DC	20036	
United States Trustee for the District of Delaware	Office of the United States Trustee for the District of Delaware	Attn: Jonathan Lipshie	J. Caleb Boggs Federal Building	844 King Street, Suite 2207, Lockbox 35	Wilmington	DE	19801	Jon.Lipshie@usdoj.gov
Counsel to Hy-Vee Food Stores, Inc.	Potter Anderson & Corroon LLP	Attn: Jeremy W. Ryan	1313 N. Market Street, 6th Floor		Wilmington	DE	19801	jryan@potteranderson.com
Proposed Co-Counsel to the Debtors and Debtors in Possession	Sheppard, Mullin, Richter & Hampton LLP	Attn: Alexandria G. Lattner	650 Town Center Drive, 10th Floor		Costa Mesa	CA	92626	alattner@sheppardmullin.com
Proposed Co-Counsel to the Debtors and Debtors in Possession	Sheppard, Mullin, Richter & Hampton LLP	Attn: Justin Bernbrock & Robert B. McLellarn	321 North Clark Street, 32nd Floor		Chicago	IL	60654	jbernbrock@sheppardmullin.com rmcllellarn@sheppardmullin.com
State of Arizona Attorney General	State of Arizona Attorney General	Attn: Bankruptcy Department	2005 N Central Ave		Phoenix	AZ	85004-2926	aginfo@azag.gov
State of California Attorney General	State of California Attorney General	Attn: Bankruptcy Department	P.O. Box 944255		Sacramento	CA	94244-2550	bankruptcy@coag.gov
State of Colorado Attorney General	State of Colorado Attorney General	Attn: Bankruptcy Department	Ralph L. Carr Colorado Judicial Center	1300 Broadway, 10th Floor	Denver	CO	80203	
State of Delaware Attorney General	State of Delaware Attorney General	Attn: Bankruptcy Department	Carvel State Office Bldg.	820 N. French St.	Wilmington	DE	19801	attorney_general@state.de.us

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Case No. 24-11106 (CTG)

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 2	ADDRESS 3	CITY	STATE	POSTAL CODE	EMAIL
State of Florida Attorney General	State of Florida Attorney General	Attn: Bankruptcy Department	The Capitol, PL 01		Tallahassee	FL	32399-1050	
State of Illinois Attorney General	State of Illinois Attorney General	Attn: Bankruptcy Department	100 West Randolph Street		Chicago	IL	60601	webmaster@atg.state.il.us
State of Maine Attorney General	State of Maine Attorney General	Attn: Bankruptcy Department	6 State House Station		Augusta	ME	04333-0000	
State of Massachusetts Attorney General	State of Massachusetts Attorney General	Attn: Bankruptcy Department	One Ashburton Place		Boston	MA	02108-1698	
State of Michigan Attorney General	State of Michigan Attorney General	Attn: Bankruptcy Department	G. Mennen Williams Building, 7th Floor	525 W. Ottawa St., P.O. Box 30212	Lansing	MI	48909-0212	miag@michigan.gov
State of Minnesota Attorney General	State of Minnesota Attorney General	Attn: Bankruptcy Department	1400 Bremer Tower	445 Minnesota Street	St. Paul	MN	55101-2131	
State of New Hampshire Attorney General	State of New Hampshire Attorney General	Attn: Bankruptcy Department	33 Capitol St.		Concord	NH	03301-0000	attorneygeneral@doj.nh.gov
State of New Jersey Attorney General	State of New Jersey Attorney General	Attn: Bankruptcy Department	RJ Hughes Justice Complex	25 Market Street, P.O. Box 080	Trenton	NJ	08625-0080	askconsumeraffairs@lps.state.nj.us
State of New York Attorney General	State of New York Attorney General	Attn: Bankruptcy Department	The Capitol		Albany	NY	12224-0341	
State of North Carolina Attorney General	State of North Carolina Attorney General	Attn: Bankruptcy Department	9001 Mail Service Center		Raleigh	NC	27699-9001	
State of Pennsylvania Attorney General	State of Pennsylvania Attorney General	Attn: Bankruptcy Department	Strawberry Square	16th Floor	Harrisburg	PA	17120	
State of Tennessee Attorney General	State of Tennessee Attorney General	Attn: Bankruptcy Department	P.O. Box 20207		Nashville	TN	37202-0207	
State of Washington Attorney General	State of Washington Attorney General	Attn: Bankruptcy Department	1125 Washington St. SE	P.O. Box 40100	Olympia	WA	98504-0100	
Debtors	Takeoff Technologies, Inc.	Attn: President or General Counsel	203 Crescent Street	Suite 203	Waltham	MA	02453	
U.S. Attorney for the District of Delaware	U.S. Attorney for Delaware	Attn: David C. Weiss & Ellen Slight	U.S. Attorney's Office	1313 N Market Street, Suite 400	Wilmington	DE	19801	
U.S. Department of Justice (DOJ)	U.S. Department of Justice (DOJ)	Attn: Bankruptcy Department	950 Pennsylvania Avenue NW		Washington	DC	20530	
Washington DC Attorney General	Washington DC Attorney General	Attn: Bankruptcy Department	441 4th Street, NW		Washington	DC	20001	oag@dc.gov
Counsel to Hy-Vee Food Stores, Inc.	Whitefield & Eddy, P.L.C.	Attn: Johannes H. Moorlach, Thomas H. Burke	699 Walnut Street, Suite 2000		Des Moines	IA	50309	moorlach@whitfieldlaw.com burke@whitfieldlaw.com
Proposed Co-Counsel to the Debtors and Debtors in Possession	Young Conaway Stargatt & Taylor, LLP	Attn: Joseph M. Mulvihill, Shella Borovinskaya, & Kristin L. McElroy	Rodney Square	1000 North King Street	Wilmington	DE	19801	jmulvihill@ycst.com sborovinskaya@ycst.com kmcelroy@ycst.com